

To,

**The Board of Directors**

**Cupid Breweries and Distilleries Limited**

Block No 2, Parekh Ngr, Nr BMC Hospital, S V Road,  
Kandivali West, Mumbai, Maharashtra, India, 400067.

**AND**

**The Board of Directors**

**Rinpoche Spirits Private Limited**

At- Nandighosh Residency, 1st Floor Flat No-4,  
Beach Road, Ganjam, Gopalpur, Orissa, India, 761002.

**Subject: Share Swap Ratio Certificate of "Cupid Breweries and Distilleries Limited" or "CBDL" and "Rinpoche Spirits Private Limited" or "RSPL"**

Dear Sir,

I, Murli Chandak, Registered Valuer-SFA (IBBI/RV/07/2021/14408), was appointed to conduct fair valuations of Cupid Breweries and Distilleries Limited (**CBDL**) and Rinpoche Spirits Private Limited (**RSPL**). The valuations have been conducted in accordance with ICAI Valuation Standards and relevant SEBI Regulations and Guidelines. For the listed company, we applied commonly-used valuation techniques in determining the Fair Market Value, including the Income and Market valuation approaches. Specifically, we have used the Discounted Cash Flow (DCF) method, Market Approach Method and the Net Asset Value (NAV) Method. For the private and unlisted company, the valuation has been performed using the Discounted Cash Flow (DCF) methodology, in compliance with SEBI and Companies Act provisions regarding fair value determination for unlisted shares.

The respective equity valuations of the company derived by us and the swap ratio of the same between CBDL and RSPL is as follows:

Particulars	CBDL	RSPL
Fair value per share	90.00	774.86



**Conclusion: -**

For every 1 equity share of RSPL, around 8.610 shares of CBDL will be issued.

**Yours faithfully,**


**Murli Chandak**

**Location: Ahmedabad**

**UDIN: 26436508JRQHPH9089**

**Date : 15-12-2025**

To,

**The Board of Directors**

**Cupid Breweries and Distilleries Limited**

Block No 2, Parekh Ngr, Nr BMC Hospital, S V Road,  
Kandivali West, Mumbai, Maharashtra, India, 400067.

AND

**The Board of Directors**

**Crochet Industries Private Limited**

NH-5, Nandighosh Residency, 1st Floor, Flat No 4,  
Beach Road, Ganjam, GOPALPUR, Orissa, India, 761002

**Subject: Share Swap Ratio Certificate of "Cupid Breweries and Distilleries Limited" or "CBDL" and "Crochet Industries Private Limited" or "CIPL"**

Dear Sir,

I, Murli Chandak, Registered Valuer-SFA (IBBI/RV/07/2021/14408), was appointed to conduct fair valuations of Cupid Breweries and Distilleries Limited (**CBDL**) and Crochet Industries Private Limited (**CIPL**). The valuations have been conducted in accordance with ICAI Valuation Standards and relevant SEBI Regulations and Guidelines. For the listed company, we applied commonly-used valuation techniques in determining the Fair Market Value, including the Income and Market valuation approaches. Specifically, we have used the Discounted Cash Flow (DCF) method, Market Approach Method and the Net Asset Value (NAV) Method. For the private and unlisted company, the valuation has been performed using the Discounted Cash Flow (DCF) methodology, in compliance with SEBI and Companies Act provisions regarding fair value determination for unlisted shares.

The respective equity valuations of the company derived by us and the swap ratio of the same between CBDL and CIPL is as follows:

Particulars	CBDL	CIPL
Fair value per share	90.00	67.00



**Conclusion: -**

For every 1 equity share of CIPL, around 0.74 equity shares of CBDL will be issued.

**Yours faithfully,**



**Murli Chandak**

**Location: Ahmedabad**

**UDIN: 26436508MCSWRR5077**

**Date : 15-12-2025**



**Business Valuation Report  
Of  
Cupid Breweries and Distilleries Limited  
As on 15<sup>th</sup> December, 2025**

## INDEX

<b>1</b>	<b>Cover Letter</b>	<b>3</b>
<b>2</b>	<b>Engagement Letter</b>	<b>4-5</b>
<b>3</b>	<b>Summary Findings</b>	
3.1	Valuation Overview	6
<b>4</b>	<b>The Entity</b>	
4.1	Legal Overview	6
<b>5</b>	<b>Business Plan</b>	
5.1	Projected Income Statement	7
<b>6</b>	<b>Key Valuation Topics</b>	
6.1	Valuation Purpose	8
6.2	Valuation Approaches	8
6.3	Income Approach	9
6.4	Market Approach	9
6.5	Cost Approach	10
<b>7</b>	<b>Valuation Standard</b>	<b>11</b>
<b>8</b>	<b>Business Valuation</b>	
8.1	Major Factors Considered in Valuation (Methodology)	12-13
8.2	Calculation of COE	13
8.3	Calculation of Value of per share	14-19
<b>9</b>	<b>Conclusion</b>	<b>20</b>
<b>10</b>	<b>Disclaimer</b>	<b>21</b>

To,

**The Board of Directors  
Cupid Breweries and Distilleries Limited**

Block No 2, Parekh Ngr,  
Nr BMC Hospital, S V Road,  
Kandivali West, Mumbai,  
Maharashtra, India, 400067

**Subject: Valuation Report of “Cupid Breweries and Distilleries Limited” or “CBDL”**

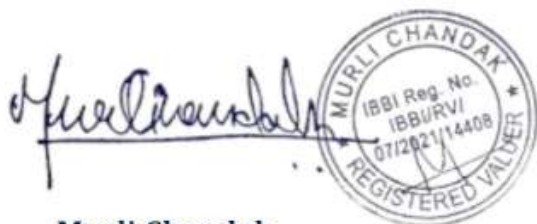
Dear Sir,

I, Murli Chandak, Registered Valuer-SFA (IBBI/RV/07/2021/14408), was appointed by **Cupid Breweries and Distilleries Limited** to conduct a valuation of the company. I am pleased to submit the enclosed valuation report.

This report has been prepared in adherence to the applicable valuation standards and guidelines.

I trust that the enclosed report will meet your requirements, should you need any clarification do let me know.

Yours faithfully,



**Murli Chandak**

**Location: Ahmedabad**

To  
The Board  
Cupid Breweries and Distilleries Limited

Block No 2, Parekh Ngr,  
Nr BMC Hospital, S V Road,  
Kandivali West, Mumbai,  
Maharashtra, India, 400067

Dear Sir,

**Sub: - The Valuation of Cupid Breweries and Distilleries Limited**

With reference to our recent discussions to value the company “Cupid Breweries and Distilleries Limited” we are pleased to confirm our acceptance and our understanding of this engagement by means of this letter.

## 1. Introduction

Cupid Breweries and Distilleries Limited is a company incorporated on 27<sup>th</sup> June, 1985. Cupid Breweries and Distilleries Limited is a Mumbai-based company, formerly known as Cupid Trades and Finance Limited. It is engaged in the liquor business, focused on entering the alcoholic beverages market while its manufacturing units become operational.

## 2. Scope of Work

Based on discussions with the Management, we understand that the promoters of the Company are evaluating the value of the company for the purpose of Share Swap. In this context, you require our assistance to carry out the Valuation of the Company.

Valuation of a Company is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who, for his or her reasons, may be prepared to pay substantial goodwill.

**This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:**

- Industry to which the Company belongs.
- Ease with which the growth rate in cash flows to perpetuity can be estimated.
- Extent to which industry and comparable company information is available





**Having arrived at an assessment of fair value, some adjustments that are typically considered in such an exercise are:**

- Whether there is a change of control and therefore a control premium is justified for a particular purchaser, if any.
- Whether the shares are marketable and frequently traded or there is a case for discounting on account of liquidity, if applicable.

### **3. Confidentiality**

Our report will be addressed to the Board of Directors of the company. We stress that our reports and letters are confidential and prepared for the addressees only. They should not be used, reproduced, or circulated for any other purpose, whether in whole or in part without our prior written consent, which consent will only be given after full consideration of the circumstances at the time.

### **4. Limitation of Liability**

Our liability in respect of this assignment will be limited to that part of any loss suffered which is proportional to our responsibility or due to negligence on our part and at no time shall exceed the fee that we have received from this assignment.



### 3. Summary Findings

#### 3.1 Valuation Statement Summary

Based on our analysis, it is our opinion that the value of Cupid Breweries and Distilleries Limited as on 15<sup>th</sup> December, 2025 is **₹90.00 per share**.

We applied commonly-used valuation techniques in determining the Fair Market Value (FMV) Cupid Breweries and Distilleries Limited's equity, including the Income and Market valuation approaches. Specifically, we have used the Discounted Cash Flow (DCF) method, Market Approach Method and the Net Asset Value (NAV) Method for the above Valuation. The WAV of all the three-method resulted in a value of **₹ 467.85 Cr. i.e. ₹90.00 per share**.

**Note:** For the purpose of the 5-year projection, we have considered the year from valuation date of current year to the same date of next year as a 12-month period. This approach has been consistently applied across all years in the projection to ensure uniformity and accuracy in the financial estimates and analysis.

### 4. The Entity

#### 4.1 Legal Overview

<b>Company name</b>	Cupid Breweries and Distilleries Limited
<b>Legal form</b>	Limited
<b>CIN</b>	L11010MH1985PLC036665
<b>Address</b>	Block No 2, Parekh Ngr, Nr BMC Hospital, S V Road, Kandivali West, Mumbai, Maharashtra, India, 400067
<b>Directors</b>	Ninad Maruti Dhuri Sajid Gulamwaris Bijnori Ajay Madhusudan Gandeja Erramilli Rishab Arpit Ashwinbhai Shah Rodrigues Bhagvandas Lily Erramilli Prasad Venkatachalam Sri Venkata Rajeswara Rao Samavedam



## 5. Business Plan

### 5.1 Projected Income Statement

Income Statement					
					Amt in Cr.
Particulars	Year 1	Year 2	Year 3	Year 4	Year 5
Sales	181.882	281.866	339.194	424.996	562.883
COGS	155.836	240.861	287.211	354.916	461.059
<b>EBITDA</b>	<b>26.046</b>	<b>41.005</b>	<b>51.983</b>	<b>70.080</b>	<b>101.824</b>
Depreciation & Amortization	0.002	0.001	0.001	0.001	0.000
<b>EBIT</b>	<b>26.044</b>	<b>41.004</b>	<b>51.982</b>	<b>70.079</b>	<b>101.823</b>
Finance Cost	5.857	9.183	11.490	15.222	21.661
<b>EBT</b>	<b>20.187</b>	<b>31.821</b>	<b>40.492</b>	<b>54.858</b>	<b>80.162</b>
Set Off	0.592	-	-	-	-
Tax	5.095	8.273	10.528	14.263	20.842
<b>Net Income</b>	<b>15.092</b>	<b>23.547</b>	<b>29.964</b>	<b>40.595</b>	<b>59.320</b>





## 6. Key Valuation Topics

### 6.1 Valuation Purpose

The standard of value used in the Analysis is “Fair Value”, which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the company were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

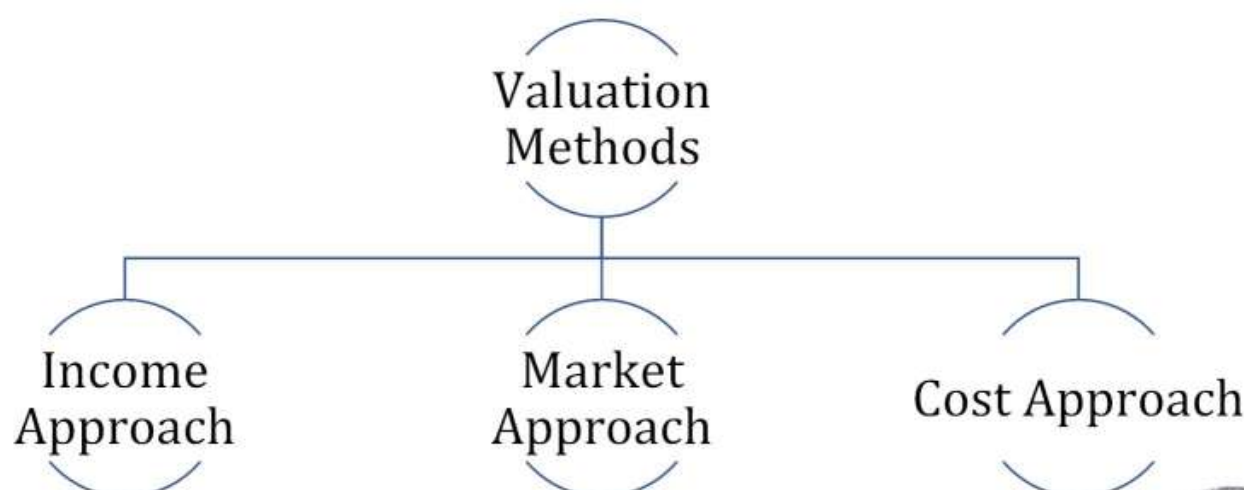
Valuation of a Company is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with :

- Whether the entity is listed on a stock exchange.
- Industry to which the Company belongs
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated
- Extent to which industry and comparable company information are available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and the professional judgement of the valuer.

### 6.2 Valuation Approaches

Our assessment of the valuation of the Company will be on the basic assumption of a going concern entity and would be based on some or all of this popular method





## 6.3 Income Approach

The Income Approach indicates the value of a company based on the value of the cash flows that a business is expected to generate in future with help of the company name. This approach is appropriate in most going concern situations as the worth of a company is generally a function of its ability to earn income/cash flow and to provide an appropriate return on investment.

Income approach is dependent upon (i) Inflows in the business in the form of Net Profit / Gross inflow and (ii) Funds used to earn that income in the form of equity funds and /or debt funds, etc. This approach is primarily dependent upon the expected normalized free cash flow to the company and/or equity (FCFF/FCFE). Under Various methods, the projected cash flows are used with statistical techniques. Discount factors are a reflection of time value of money, risk involved, etc.

### DCF Method under Income Approach

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity)/ Cost of Equity, plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historic stock market data to measure the sensitivity of the company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows

## 6.4 Market Approach

### Market Approach

Under the Market Approach, the fair value of the equity shares has been determined based on the Volume Weighted Average Price (VWAP) of the company's shares as observed over the past 60 trading days immediately preceding the valuation date. The VWAP has been considered to ensure that the valuation reflects a representative and unbiased market-driven price by smoothing out short-term volatility and capturing the broader trading sentiment over a reasonable period. Based on this analysis, the fair value of the equity shares has been arrived at ₹62.51 per share.

The volume weighted average price (VWAP) of the equity shares has been taken as quoted on the recognized stock exchange during the 60 trading days preceding the valuation date.



## 6.5 Cost Approach

### Cost Approach

The Cost approach relies upon the principle of substitution and recognizes that the prudent investor will pay no more for an asset than the cost to replace it new with an identical or similar unit of equal utility. Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred as current replacement cost).

### Net Asset Value (NAV) Method

The Net Asset Value method under Cost Approach considers the assets & Liabilities, including intangible assets. The Book Value, also known as the Net Asset Value (NAV), is calculated by subtracting the company's total liabilities from its total assets. This can be found on the balance sheet under the shareholders' equity section.





## 7. Valuation standards Followed:

ICAI Valuation Standard 102 (paragraph 14 - 36) deals in 'Valuation Bases'. Valuation Bases means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of values.

The Standard defines the following Valuation Bases:

- Fair value:** As defines in ICAI Standard 101, Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.
- Participant Specific Value:** As defined in ICAI Standard 101, Participant specific value is the estimated value of an asset or liability considering specific advantages or disadvantages of either of the owner or identified acquirer or identified participants; and
- Liquidation Value:** As defined in ICAI Standard 101, Liquidation Value is the amount that will be realized on sale of an asset or a group of assets when an actual / hypothetical termination of the business is contemplated/ assumed.

Considering the terms and purpose of this engagement, I have considered 'FAIR VALUE' as the Valuation Base.

ICAI Valuation Standard 102 (Paragraph 37 - 51) deals in 'Premises of Value.' Premise of value refers to the conditions and circumstances how an asset is deployed. Some of the common premises of value are -

- Highest and Best Use
- Going Concern Value
- As-Is-Where-Is Value
- Orderly Liquidation
- Forced Transaction

Considering the management outlook about future business of the Company, I have considered 'Going Concern Value' as the Premises of Value.





## 8. Business Valuation

### 8.1 Major factors taken into account during the valuation: -

#### a. Valuation approaches and their relevance to the companies: -

In conducting the valuation, we have employed a comprehensive approach, which integrates three distinct valuation methodologies: Discounted Cash Flow (DCF) analysis, Market Approach, and Net Asset Value (NAV) assessment.

The DCF analysis forecasts future cash flows and discounts them back to present value, capturing the company's expected financial performance.

Under the Market Price Method, the fair market value (FMV) of the equity shares of Cupid Breweries and Distilleries Limited has been determined based on the volume weighted average price (VWAP) of the equity shares quoted on the recognised stock exchange during the 60 trading days preceding the valuation date. This approach smooths out short-term fluctuations and provides a representative market-based value for the shares.

Meanwhile, the NAV assessment evaluates the company's net worth based on its Total assets and liabilities, offering a fundamental perspective on its value.

#### b. Identity of Valuer and its independence.

The valuer Mr. Murli Chandak is registered with IBBI vide registration number IBBI/RV/07/2021/14408 for assets class securities & Financial assets & suitably qualified and authorized to practice for assets class "Securities & Financial Assets" & do not have any pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the such assets. He is providing this valuation report in the capacity of "Register Valuer" under the provisions of Companies Act, 2013.

#### c. Valuation Date

The report of Valuation issued for the valuation of equity shares of the company Based on Estimated data as of 15<sup>th</sup> December, 2025.

#### d. Nature & Sources of Information

The estimation of future projection is based on the information about the company provided by its Management & information relating to the sector/ company available in public domain. Following sources has been used for the purpose of this assignment.

- Declaration & explanation provided by the management in written/ oral form.
- Information available on public domain & other fact data considered necessary to determine the value.
- Projections provided by the management for next 5 years.
- Provisional Financials nearest to Financial Statement.
- Last audited financial statements as on 31<sup>st</sup> March 2025.
- Information available on Ministry of Corporate Affairs (MCA).





- 60 days pricing, volume and other details of the company.  
(Source: <https://www.bseindia.com/markets/equity/EQReports/StockPrchHistori.aspx?flag=0&type=ETF>)
- Risk free rate of return is derived from investing.com  
(Source: <https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data>)
- Rate of Market Return is calculated using Sensex Value as on cutoff date derived from investing.com.  
(Source: <https://in.investing.com/indices/sensex-historical-data>)

## 8.2 Calculation of COE

Calculation of Cost of Equity	
Cost of Equity:	Percentage
Risk Free Return	6.59%
Beta	0.76
Equity Risk Premium	8.95%
Company Specific Risk Premium	5.00%
<b>Cost of Equity</b>	<b>18.43%</b>

Note:

1. We have considered 10-year Govt. Bond yield rate as the risk-free rate of return as on 15<sup>th</sup> December, 2025.
2. Risk Premium worked out of the basis of last 46.71 years opening and closing Sensex index.
3. Beta is taken from Ashwath Damodaran's site.



### 8.3 Calculation of Value per Share

#### I. Discounted Cash Flow Method: -

##### A. Yearly cash flow for explicit period

Free Cashflow for Equity					
Amt in Cr.					
Calculation of PV of FCFE	Year 1	Year 2	Year 3	Year 4	Year 5
Sales	181.882	281.866	339.194	424.996	562.883
EBT	20.187	31.821	40.492	54.858	80.162
- Tax	5.095	8.273	10.528	14.263	20.842
<b>Net Operating Income</b>	<b>15.092</b>	<b>23.547</b>	<b>29.964</b>	<b>40.595</b>	<b>59.320</b>
+ Depreciation	0.002	0.001	0.001	0.001	0.000
- Capex	0.000	0.000	0.000	0.000	0.000
+/- Change in Net Working Capital	7.496	-30.824	-44.197	-63.705	-99.753
+/- Net Borrowings	0.000	0.000	0.000	0.000	0.000
<b>Free Cashflow For Equity</b>	<b>7.598</b>	<b>54.372</b>	<b>74.162</b>	<b>104.300</b>	<b>159.073</b>
Discount Rate (COE)	18.43%	18.43%	18.43%	18.43%	18.43%
Time	1.00	2.00	3.00	4.00	5.00
Discount Factor	0.844	0.713	0.602	0.508	0.429
<b>Discounted Free Cashflow to Equity</b>	<b>6.416</b>	<b>38.768</b>	<b>44.651</b>	<b>53.025</b>	<b>68.308</b>

**Note: - Since the working capital figures were not available on valuation date, we have assumed that the working capital as on valuation date is equivalent to the working capital as on 31<sup>st</sup> March, 2025.**

##### B. Calculation of Perpetuity Value

Amt in Cr.	
Calculation of Perpetuity Value	Amount
Free Cash Flow of Year 5	159.120
Growth Rate	7.00%
<b>Free Cash Flow for perpetuity</b>	<b>170.259</b>
Capitalised Value for Perpetuity	1,489.979
Discounting Factor	0.429
<b>Present Value of Perpetuity</b>	<b>639.629</b>



## C. Calculation of Value per share

	Amt in Cr.
<b>Calculation of Value Per Share</b>	<b>Amount</b>
PV of FCFE	211.168
PV of Terminal Value	639.629
Enterprise Value	850.797
Discount due to loss of marketability @5%	42.540
Cash & Cash Equivalent	-
Equity Value	808.257
Equity Value INR	8,08,25,74,122.80
No. of Shares	5,19,83,002
Value per Share	155.48





## II. Volume Weighted Average Price Method: (60 Trading Days)

Date	Closing Price	VWAP	Volume	Turnover
16-Oct-25	94.57	97.12	6,027.00	5,85,359.00
17-Oct-25	97.92	97.32	18,756.00	18,25,360.00
20-Oct-25	100.28	98.17	3,635.00	3,56,831.00
21-Oct-25	102.86	102.65	5,755.00	5,90,734.00
23-Oct-25	103.11	101.47	5,165.00	5,24,079.00
24-Oct-25	104.68	103.58	7,592.00	7,86,383.00
27-Oct-25	105.75	105.11	6,270.00	6,59,031.00
28-Oct-25	106.80	106.06	5,671.00	6,01,463.00
29-Oct-25	101.46	102.36	10,121.00	10,35,964.00
30-Oct-25	103.87	101.18	4,156.00	4,20,518.00
31-Oct-25	105.44	103.61	3,223.00	3,33,937.00
03-Nov-25	103.80	103.70	4,625.00	4,79,615.00
04-Nov-25	104.85	103.55	3,250.00	3,36,542.00
06-Nov-25	100.35	101.22	1,968.00	1,99,201.00
07-Nov-25	98.25	97.36	4,893.00	4,76,369.00
10-Nov-25	99.90	99.01	2,095.00	2,07,419.00
11-Nov-25	102.85	99.98	2,464.00	2,46,339.00
12-Nov-25	99.30	98.76	3,162.00	3,12,275.00
13-Nov-25	97.85	97.23	2,250.00	2,18,772.00
14-Nov-25	94.55	95.55	7,513.00	7,17,857.00
17-Nov-25	93.75	93.51	11,198.00	10,47,126.00
18-Nov-25	94.10	91.65	5,866.00	5,37,646.00
19-Nov-25	90.95	91.27	7,984.00	7,28,712.00
20-Nov-25	86.45	87.58	17,580.00	15,39,701.00
21-Nov-25	82.15	82.49	8,190.00	6,75,625.00
24-Nov-25	84.95	83.77	10,886.00	9,11,953.00
25-Nov-25	83.85	83.03	5,342.00	4,43,561.00
26-Nov-25	87.90	85.91	4,221.00	3,62,644.00
27-Nov-25	90.50	88.26	7,230.00	6,38,150.00
28-Nov-25	86.00	86.00	4,252.00	3,65,672.00
01-Dec-25	81.70	81.70	4,663.00	3,80,967.00
02-Dec-25	77.62	77.62	5,293.00	4,10,842.00
03-Dec-25	73.74	73.74	3,035.00	2,23,800.00
04-Dec-25	70.06	70.06	22,054.00	15,45,103.00
05-Dec-25	66.56	66.56	19,021.00	12,66,037.00
08-Dec-25	63.24	63.24	2,676.00	1,69,230.00



09-Dec-25	60.08	60.08	4,986.00	2,99,558.00
10-Dec-25	57.08	57.08	6,685.00	3,81,579.00
11-Dec-25	54.23	54.23	15,000.00	8,13,450.00
12-Dec-25	51.67	51.66	2,84,034.00	1,46,72,072.00
15-Dec-25	49.09	49.09	93,296.00	45,79,900.00
<b>Total</b>			<b>6,52,083.00</b>	<b>4,29,07,376.00</b>

Particulars	Amount in INR
Value Weighted Average Price for the last 60 days	65.80
Less: Discount Lack Of Marketability @5%	3.29
<b>Fair Value as per Market Approach</b>	<b>62.51</b>



**III. Net Asset Value Method****Net Asset Valuation as on 15-12-2025**

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Assets</b>	
Non-Current Assets	3,05,47,82,172.67
Current Assets	3,48,00,017.42
<b>Total Assets</b>	<b>3,08,95,82,190.09</b>
<b>Liabilities</b>	
Non-Current Liabilities	2,25,11,135.48
Current Liabilities	2,69,79,305.73
<b>Total Liabilities</b>	<b>4,94,90,441.21</b>
<b>Net Assets</b>	<b>3,04,00,91,748.88</b>
No. of Shares	5,19,83,002.00
<b>Value per Share</b>	<b>58.48</b>

**Note:** For NAV Method, we have considered data provided by the management as on 31-10-2025 as no material changes have occurred between this date and the valuation date.



## IV. Weighted Average Value (WAV)

Weighted Average Value				
Method	Equity Value	Value per share	Weight	Amt in Cr. Weighted Average Value
Income Approach - DCF	808.26	155.48	30%	242.48
Market Approach	324.95	62.51	60%	194.97
Cost Approach - NAV	304.01	58.48	10%	30.40
<b>Total</b>			<b>100%</b>	<b>467.85</b>
<b>Total Value in INR</b>				<b>4,67,84,70,180.00</b>
No. of Shares				5,19,83,002
<b>Value per Share</b>				<b>90.00</b>

**Note:** The rationale behind the weights assigned to the values derived from the Discounted Cash Flow (DCF) Method, Net Asset Value (NAV) Method and Market Approach Method has been listed below:

**DCF Method (30%):** This method relies heavily on assumptions (growth rates, WACC, terminal value), which is why it is given a lower weight than the Market Approach to prevent the final valuation from being overly sensitive to optimistic or pessimistic management forecasts.

**Market Approach Method (60%):** The stock market is considered the most objective "price discovery" mechanism. The Volume Weighted Average Price (VWAP) reflects the consensus of thousands of independent buyers and sellers, incorporating all publicly available information.



**NAV Method (10%):** The NAV (Net Asset Value) represents the cost to recreate the company's assets. In a profitable, listed company, this is usually the lowest value and acts as a floor. It is included with a nominal weight (10%) merely to acknowledge the asset base and provide a conservative balance to the more aggressive Income and Market approaches.



## 9. Conclusion: -

Based on the review & analysis of the information provided by the appointing authority & information gathered during discussions with them as well as considering various assumptions & limiting conditions, analysis of the industry & and macro-economic trends as on “going concern” the Fair Value per share of Cupid Breweries and Distilleries Limited on the basis of Weighted Average Value is **INR 90.00 per share.**

Place: Ahmedabad  
UDIN: 26436508NDLBXL6592  
Date: 15-12-2025



CA Murli Chandak  
Membership No - 436508  
IBBI Registration No: IBBI/RV/07/2021/14408  
205, Ashwamegh Avenue, Near Helmet House  
Mithakali, Navrangpura, Ahmedabad 380009



## 10. Disclaimer

This document has been prepared for the purposes stated herein & should not be relied upon for any other purpose. Our client is the only authorized user of this report & is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of this report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this report.

We owe responsibility only to the authority/Client that has appointed us under the terms of engagement letter. We will not be Liabale for any losses, Claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person.

We do not provide assurance on the achievability of the results forecast by the management/owners as events & circumstances do not occur; expected differences between actual & expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans & assumptions of management.

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**Valuation Report  
of  
Rinpoche Spirits Private Limited  
As on 26<sup>th</sup> November, 2025**

## INDEX

<b>1</b>	<b>Cover Letter</b>	<b>3</b>
<b>2</b>	<b>Engagement Letter</b>	<b>4-5</b>
<b>3</b>	<b>Summary Findings</b>	
3.1	Valuation Overview	6
<b>4</b>	<b>The Entity</b>	
4.1	Legal Overview	6
<b>5</b>	<b>Business Plan</b>	
5.1	Income Statement	7
<b>6</b>	<b>Key Valuation Topics</b>	
6.1	Valuation Purpose	8
6.2	Valuation Approaches	8
6.3	Income Approach	9
6.4	Market Approach	9-10
6.5	Cost Approach	10
<b>7</b>	<b>Valuation Standards</b>	<b>11</b>
<b>8</b>	<b>Business Valuation</b>	
8.1	Major Factors Considered in Valuation (Methodology)	12
8.2	Calculation of COE	13
8.3	Yearly Cash flow for Explicit Period	14
8.4	Calculation of Perpetuity Value	14
8.5	Calculation of Value per share	14
<b>9</b>	<b>Conclusion</b>	<b>15</b>
<b>10</b>	<b>Disclaimer</b>	<b>16</b>



To,

**The Board of Directors**  
**Rinpoche Spirits Private Limited**  
At- Nandighosh Residency,  
1st Floor Flat No-4, Beach Road,  
Ganjam, Gopalpur, Orissa, India, 761002.

**Subject: Valuation Report of “Rinpoche Spirits Private Limited” or “RSPL”**

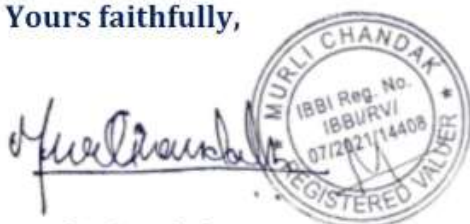
Dear Sir,

I, Murli Chandak, Registered Valuer-SFA (IBBI/RV/07/2021/14408), was appointed by **Rinpoche Spirits Private Limited** to conduct a valuation of the company. I am pleased to submit the enclosed valuation report.

This report has been prepared in adherence to the applicable valuation standards and guidelines.

I trust that the enclosed report will meet your requirements, should you need any clarification do let me know.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Murli Chandak', is written over a circular stamp. The stamp contains the text 'MURLI CHANDAK' at the top, 'IBBI Reg. No. IBBI/RV/07/2021/14408' in the center, and 'REGISTERED VALUER' at the bottom.

**Murli Chandak**

**Location: Ahmedabad**

**Date: 26-11-2025**

To

The Board

Rinpoche Spirits Private Limited

At- Nandighosh Residency,  
1st Floor Flat No-4, Beach Road,  
Ganjam, Gopalpur, Orissa, India, 761002.

Dear Sir,

**Sub: - The Valuation of Rinpoche Spirits Private Limited's equity shares**

With reference to our recent discussions to value the company "**Rinpoche Spirits Private Limited**", we are pleased to confirm our acceptance and our understanding of this engagement by means of this letter.

## 1. Introduction

Rinpoche Spirits Private Limited was incorporated with the object to carry on the business of manufacturers, traders, importers, and exporters of breweries, distilleries, wineries, stevedoring, logistics operations, smelters, minerals and metals and other related activities.

## 2. Scope of Work

Based on discussions with the Management, we understand that the promoters of the Company are evaluating the value of the company for the purpose of determining swap exchange ratio. In this context, you require our assistance to carry out the Valuation of the Company.

Valuation of a Company is not an exact science and ultimately depends upon what it is worth to a serious investor buyer who for his or her own reasons may be prepared to pay substantial goodwill.

**This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:**

- Industry to which the Company belongs.
- Ease with which the growth rate in cash flows to perpetuity can be estimated.
- Extent to which industry and comparable company's information is available.

**Having arrived at an assessment of fair value, some adjustments that are typically considered in such an exercise are:**

- Whether there is a change of control and therefore a control premium is justified for a particular purchaser, if any.
- Whether the shares are marketable and frequently traded or there is a case for discounting on account of liquidity, if applicable.



### 3. Confidentiality

Our report will be addressed to the Board of Directors of the company. We stress that our reports and letters are confidential and prepared for the addressees only. They should not be used, reproduced, or circulated for any other purpose, whether in whole or in part without our prior written consent, which consent will only be given after full consideration of the circumstances at the time.

### 4. Limitation of Liability

Our liability in respect of this assignment will be limited to that part of any loss suffered which is proportional to our responsibility or due to negligence on our part and at no time shall exceed the fee that we have received from this assignment.





### 3.Summary Findings

#### 3.1 Valuation Statement Summary

Based on our analysis, it is our opinion that the value of Rinpoche Spirits Private Limited on a minority, non-marketable interest basis as of 26<sup>th</sup> November, 2025 is **₹ 774.86 per share**.

We applied commonly-used valuation techniques in determining the Fair Market Value (FMV) of Rinpoche Spirits Private Limited's shares. Specifically, we have used the Discounted Cash Flow (DCF) method for the above Valuation. The DCF method resulted in a value of **₹ 348.38 Cr i.e. ₹ 774.86 per share**.

### 4.The Entity

#### 4.1 Legal Overview

Company name	Rinpoche Spirits Private Limited
Legal form	Private Limited
CIN	U154900R2018PTC029957
Address	At- Nandighosh Residency, 1st Floor Flat No-4, Beach Road, Ganjam, Gopalpur, Orissa, India, 761002
Directors	Erramilli Prasad Venkatachalam Rodrigues Bhagvandas Lily Erramilli Rishab



## 5. Business Plan

### 5.1 Projected Income Statement

Income Statement					
Amt in Cr.					
Particulars	F Y 2026-27	F Y 2027-28	F Y 2028-29	F Y 2029-30	F Y 2030-31
Sales	135.75	454.15	584.35	686.37	760.23
Other Expense	118.10	395.11	508.38	597.14	661.61
<b>EBITDA</b>	<b>17.65</b>	<b>59.04</b>	<b>75.97</b>	<b>89.23</b>	<b>98.62</b>
Depreciation & Amortization	7.55	40.80	44.32	47.37	49.59
<b>EBT</b>	<b>10.10</b>	<b>18.24</b>	<b>31.65</b>	<b>41.86</b>	<b>49.03</b>
Set Off	0.00	0.00	0.00	0.00	0.00
Tax	2.02	3.33	6.33	8.37	9.85
<b>Net Income</b>	<b>8.08</b>	<b>14.91</b>	<b>25.32</b>	<b>33.49</b>	<b>39.18</b>

**Note:** The above projected Income Statement has been prepared on a consolidated basis. Rinpoche Spirits Private Limited ("RSPL") holds major investments in entities operating in similar lines of business. Consequently, the financials presented reflect the consolidated performance of the group, as RSPL has either 100% or significant majority holdings in these companies.

**Srilab Distilleries Limited:** Engaged in the production and sale of liquor, with RSPL holding a 25.84% stake.

**Srilab Spirits Private Limited:** A wholly owned subsidiary (100% holding) of RSPL.

**Forte Spirits Private Limited:** RSPL has advanced loan of around Rs. 3.01 crore To Forte.

Forte Spirits Private Limited is engaged in manufacturing, contract manufacturing, third-party manufacturing, processing, importing, exporting, acting as agents, brokers, suppliers, wholesalers, retailers, distributors, stockists, dealers, godown keepers, C&F agents, del credere agents, and developers. It is involved in all business activities related to distillation, preparation, manipulation, mixing, blending, cleaning, packing, protection, brewing, bottling, cask maturing, barrel aging, marketing, modification, production, bottling, pressure, and crushing of all sorts of liquors, beverages, alcohols, wines, and other similar products—such as brandy, whisky, rum, gin, beer, or their derivatives, combinations, solvents, mixtures, and formulas, irrespective of whether they are made of natural or synthetic materials, including foreign liquor.

**Martin Judds Microbreweries Private Limited:** RSLP holds 89.28% of equity stake in Martin Judds, which is engaged in the business of Manufacturing of Microbreweries.

The consolidated financials thus aggregate the operations of the above subsidiaries in accordance with applicable accounting standards, presenting a comprehensive view of the group's financial performance.





## 6. Key Valuation Topics

### 6.1 Valuation Purpose

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the company were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

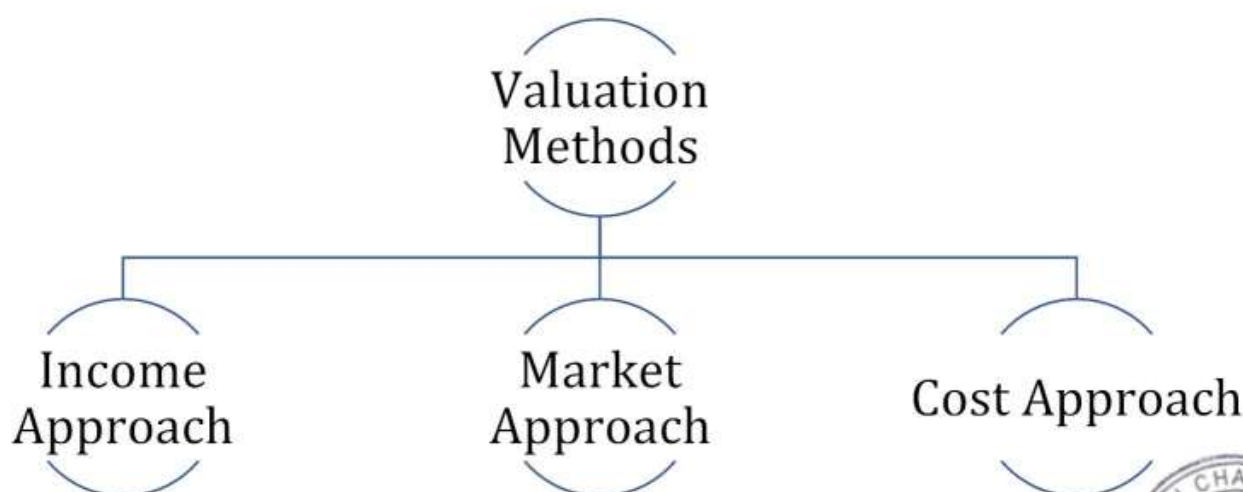
Valuation of a Company is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with :

- Whether the entity is listed on a stock exchange.
- Industry to which the Company belongs
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated
- Extent to which industry and comparable company information are available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and the professional judgment of the valuer.

### 6.2 Valuation Approaches

Our assessment of the valuation of the Company will be on the basic assumption of a going concern entity and would be based on some or all of this popular method





## 6.3 Income Approach

The Income Approach indicates the value of a company based on the value of the cash flows that a business is expected to generate in future with help of the company name. This approach is appropriate in most going concern situations as the worth of a company is generally a function of its ability to earn income/cash flow and to provide an appropriate return on investment.

Income approach is dependent upon (i) Inflows in the business in the form of Net Profit / Gross inflow and (ii) Funds used to earn that income in the form of equity funds and /or debt funds, etc. This approach is primarily dependent upon the expected normalized free cash flow to the company and/or equity (FCFF/FCFE). Under Various methods, the projected cash flows are used with statistical techniques. Discount factors are a reflection of time value of money, risk involved, etc.

### DCF Method under Income Approach

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity)/ Cost of Equity, plus a risk factor measured by beta, to arrive at the present value. Beta is an adjustment that uses historic stock market data to measure the sensitivity of the company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows

## 6.4 Market Approach

### Market Approach

Compared to the Income Approach that incorporates industry-specific estimates to arrive at the company intrinsic value, the Market Approach relies on relative valuation to arrive at the value of a company, based upon how similar company are priced in the market.

Market-based approach to business valuation attempt to establish the value of the business by comparing the business to similar businesses that have been recently sold or by using market comparison of publicly traded companies.



### Comparable Companies Multiples (CCM) Method

The value is determined on the basis of multiples derived for valuations of comparable companies, as manifest in the stock market valuations of listed companies.

The Valuation is based on principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

In this method, the present earnings of the target company is multiplied by the average or median of Revenue Multiple ratios of the comparable companies. This provides an estimate of the target company's potential market capitalization or enterprise value.

## 6.5 Cost Approach

### Cost Approach

The Cost approach relies upon the principle of substitution and recognizes that the prudent investor will pay no more for an asset than the cost to replace it new with an identical or similar unit of equal utility. Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred as current replacement cost).

### Net Asset Value (NAV) Method

The Net Asset Value method under Cost Approach considers the assets & Liabilities, including intangible assets. The Book Value, also known as the Net Asset Value (NAV), is calculated by subtracting the company's total liabilities from its total assets. This can be found on the balance sheet under the shareholders' equity section.





## 7. Valuation standards Followed:

ICAI Valuation Standard 102 (paragraph 14 - 36) deals in 'Valuation Bases'. Valuation Bases means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of values.

The Standard defines the following Valuation Bases:

- Fair value:** As defines in ICAI Standard 101, Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.
- Participant Specific Value:** As defined in ICAI Standard 101, Participant specific value is the estimated value of an asset or liability considering specific advantages or disadvantages of either of the owner or identified acquirer or identified participants; and
- Liquidation Value:** As defined in ICAI Standard 101, Liquidation Value is the amount that will be realized on sale of an asset or a group of assets when an actual / hypothetical termination of the business is contemplated/ assumed.

Considering the terms and purpose of this engagement, I have considered 'FAIR VALUE' as the Valuation Base.

ICAI Valuation Standard 102 (Paragraph 37 - 51) deals in 'Premises of Value.' Premise of value refers to the conditions and circumstances how an asset is deployed. Some of the common premises of value are -

- Highest and Best Use
- Going Concern Value
- As-Is-Where-Is Value
- Orderly Liquidation
- Forced Transaction

Considering the management outlook about future business of the Company, I have considered 'Going Concern' as the Premises of Value.





## 8. Business Valuation

### 8.1 Major factors taken into account during the valuation: -

#### a. Valuation approaches and their relevance to the companies: -

"DCF Method" under Income approaches have been used to arrive at valuation. Market approach was explored but could not be used in absence of market comparable company. Therefore, while arriving at the fair value per share, full importance has been given to DCF Method under Income approach.

DCF uses the future free cash flows to equity discounted by the firm's cost of equity, plus a risk factor measured by beta, to arrive at the present value

#### b. Identity of Valuer and its independence.

The valuer Mr. Murli Chandak is registered with IBBI vide registration number IBBI/RV/07/2021/14408 for assets class securities & Financial assets & suitably qualified and authorized to practice for assets class "Securities & Financial Assets" & do not have any pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the such assets. He is providing this valuation report in the capacity of "Register Valuer" under the provisions of Companies Act, 2013.

#### c. Valuation Date

The report of Valuation issued for the valuation of shares of the company Based on Estimated data as of 26<sup>th</sup> November, 2025.

#### d. Nature & Sources of Information

The estimation of future projection is based on the information about the company provided by its Management & information relating to the sector/ company available in public domain. Following sources has been used for the purpose of this assignment.

- Declaration & explanation provided by the management in written/ oral form.
- Information available on public domain & other fact data considered necessary to determine the value.
- Information available on Ministry of Corporate Affairs (MCA).
- Rate of Market Return is calculated using Sensex Value as on cut-off date derived from investing.com.  
(Source: <https://in.investing.com/indices/sensex-historical-data>)
- Risk free rate of return is derived from investing.com  
(Source: <https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data>)



## 8.2 Calculation of COE:

Calculation of Cost of Equity	
Cost of Equity:	Percentage
Risk Free Return	6.49%
Beta	0.76
Equity Risk Premium	9.09%
Company Specific Risk Premium	8.00%
Cost of Equity	21.42%

## Note:

1. We have considered 10-year Govt. Bond yield rate as the risk-free rate of return as on 26<sup>th</sup> November, 2025
2. Beta is taken from Ashwath Damodaran's site.
3. Risk Premium worked out of the basis of last 46.65 years opening and closing Sensex index.





## 8.3 Yearly Cash flow for Explicit Period

Free Cashflow for Equity					
	Amt in Cr.				
Calculation of PV of FCFE	F Y 2026-27	F Y 2027-28	F Y 2028-29	F Y 2029-30	F Y 2030-31
Sales	135.75	454.15	584.35	686.37	760.23
EBT	10.10	18.24	31.65	41.86	49.03
- Tax	2.02	3.33	6.33	8.37	9.85
<b>Net Operating Income</b>	<b>8.08</b>	<b>14.91</b>	<b>25.32</b>	<b>33.49</b>	<b>39.18</b>
+ Depreciation	7.55	40.80	44.32	47.37	49.59
- Capex	-	-	-	-	-
+/- Change in Net Working Capital	-	-	-	-	-
+/- Net Borrowings	-	-	-	-	-
<b>Free Cashflow For Equity</b>	<b>15.63</b>	<b>55.71</b>	<b>69.64</b>	<b>80.86</b>	<b>88.77</b>
Discount Rate	21.42%	21.42%	21.42%	21.42%	21.42%
Time	1.00	2.00	3.00	4.00	5.00
Discount Factor	0.82	0.68	0.56	0.46	0.38
<b>Discounted Free Cashflow to Equity</b>	<b>12.87</b>	<b>37.79</b>	<b>38.90</b>	<b>37.20</b>	<b>33.63</b>

## 8.4 Calculation of Perpetuity Value

	Amt in Cr.
Calculation of Perpetuity Value	Amount
Free Cash Flow of Year 5	88.77
Growth Rate	7.00%
<b>Free Cash Flow for perpetuity</b>	<b>94.99</b>
Capitalised Value for Perpetuity	658.50
Discounting Factor	0.38
<b>Present Value of Perpetuity</b>	<b>249.47</b>

## 8.5 Calculation of Value per share

	Amt in Cr.
Calculation of Value Per Share	Amount
PV of FCFE	160.38
PV of Terminal Value	249.47
<b>Enterprise Value</b>	<b>409.86</b>
DLOM @15%	61.48
Cash & Cash Equivalent	-
<b>Equity Value</b>	<b>348.38</b>
Equity Value INR	3,48,38,00,004.68
No. of Shares	44,96,038
<b>Value per Share</b>	<b>774.86</b>





## 9. Conclusion: -

Based on the review & analysis of the information provided by the appointing authority & information gathered during discussions with them as well as considering various assumptions & limiting conditions, analysis of the industry & macro-economic trends as on "Going Concern" the Fair Value of Rinpoche Spirits Private Limited is **INR 774.86 per share.**



The image shows a handwritten signature in blue ink over a circular stamp. The stamp contains the text: "MURLI CHANDAK", "IBBI Reg. No. IBBI/RV/07/2021/14408", and "REGISTERED VALUER".

CA Murli Chandak

Membership No - 436508

IBBI Registration No: IBBI/RV/07/2021/14408

205, Ashwamegh Avenue, Near Helmet House  
Mithakali, Navrangpura, Ahmedabad 380009

Place: Ahmedabad

UDIN: 25436508BMINTF4905

Date: 26-11-2025

## 10.Disclaimer

This document has been prepared for the purposes stated herein & should not be relied upon for any other purpose. Our client is the only authorized user of this report & is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of this report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this report.

We owe responsibility only to the authority/Client that has appointed us under the terms of engagement letter. We will not be Liable for any losses, Claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person.

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**Valuation Report  
of  
Crochet Industries Private Limited  
As on 26<sup>th</sup> November, 2025**



## INDEX

<b>1</b>	<b>Cover Letter</b>	<b>3</b>
<b>2</b>	<b>Engagement Letter</b>	<b>4-5</b>
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6.2	Valuation Approaches	8
6.3	Income Approach	9
6.4	Market Approach	9-10
6.5	Cost Approach	10
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8.5	Calculation of Value per share	14
<b>9</b>	<b>Conclusion</b>	<b>15</b>
<b>10</b>	<b>Disclaimer</b>	<b>16</b>

To,

**The Board of Directors**  
**Crochet Industries Private Limited**  
NH-5, Nandighosh Residency, 1st Floor,  
Flat No 4, Beach Road, Ganjam, Gopalpur,  
Orissa, India, 761002

**Subject: Valuation Report of "Crochet Industries Private Limited" or "CIPL"**

Dear Sir,

I, Murli Chandak, Registered Valuer-SFA (IBBI/RV/07/2021/14408), was appointed by **Crochet Industries Private Limited** to conduct a valuation of the company. I am pleased to submit the enclosed valuation report.

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**Yours faithfully,**

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**Murli Chandak**

**Location: Ahmedabad**

**Date: 26-11-2025**

To

**The Board of Directors**

**Crochet Industries Private Limited**

NH-5, Nandighosh Residency, 1st Floor,  
Flat No 4, Beach Road, Ganjam, Gopalpur,  
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Dear Sir,

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Based on discussions with the Management, we understand that the promoters of the Company are evaluating the value of the company for the purpose of determining swap exchange ratio. In this context, you require our assistance to carry out the Valuation of the Company.

Valuation of a Company is not an exact science and ultimately depends upon what it is worth to a serious investor buyer who for his or her own reasons may be prepared to pay substantial goodwill.

**This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:**

- Industry to which the Company belongs.
- Ease with which the growth rate in cash flows to perpetuity can be estimated.
- Extent to which industry and comparable company's information is available.

**Having arrived at an assessment of fair value, some adjustments that are typically considered in such an exercise are:**

- Whether there is a change of control and therefore a control premium is justified for a particular purchaser, if any.
- Whether the shares are marketable and frequently traded or there is a case for discounting on account of liquidity, if applicable.





### 3. Confidentiality

Our report will be addressed to the Board of Directors of the company. We stress that our reports and letters are confidential and prepared for the addressees only. They should not be used, reproduced, or circulated for any other purpose, whether in whole or in part without our prior written consent, which consent will only be given after full consideration of the circumstances at the time.

### 4. Limitation of Liability

Our liability in respect of this assignment will be limited to that part of any loss suffered which is proportional to our responsibility or due to negligence on our part and at no time shall exceed the fee that we have received from this assignment.



### 3.Summary Findings

#### 3.1 Valuation Statement Summary

Based on our analysis, it is our opinion that the value of Crochet Industries Private Limited on a minority, non-marketable interest basis as of 26<sup>th</sup> November, 2025 is **₹ 67.00 per share**.

We applied commonly-used valuation techniques in determining the Fair Market Value (FMV) of Crochet Industries Private Limited’s shares. Specifically, we have used the Discounted Cash Flow (DCF) method for the above Valuation. The DCF method resulted in a value of **₹ 301.50 Cr i.e. ₹ 67.00 per share**.

### 4.The Entity

#### 4.1 Legal Overview

Company name	Crochet Industries Private Limited
Legal form	Private Limited
CIN	U14290OR2019PTC031918
Address	NH-5, Nandighosh Residency, 1st Floor, Flat No 4, Beach Road, Ganjam, Gopalpur, Orissa, India, 761002
Directors	Erramilli Prasad Venkatachalam Rodrigues Bhagvandas Lily Sri Venkata Rajeswara Rao Samavedam



## 5. Business Plan

### 5.1 Projected Income Statement

Income Statement					
					Amt in Cr.
Particulars	27-11-2025 to 31-03-2026	FY 26-27	FY 27-28	FY 28-29	FY 29-30
Sales	103.68	334.24	354.69	362.62	378.47
Operating expenses	67.14	216.74	231.60	238.48	252.23
<b>EBITDA</b>	<b>36.54</b>	<b>117.50</b>	<b>123.09</b>	<b>124.14</b>	<b>126.25</b>
Depreciation & Amortization	1.11	2.75	2.34	1.98	1.69
<b>EBIT</b>	<b>35.43</b>	<b>114.76</b>	<b>120.76</b>	<b>122.16</b>	<b>124.56</b>
Finance Cost	0.00	0.00	0.00	0.00	0.00
<b>EBT</b>	<b>35.43</b>	<b>114.76</b>	<b>120.76</b>	<b>122.16</b>	<b>124.56</b>
Set Off	0.00	0.00	0.00	0.00	0.00
Tax	9.21	29.84	31.40	31.76	32.39
<b>Net Income</b>	<b>26.22</b>	<b>84.92</b>	<b>89.36</b>	<b>90.40</b>	<b>92.17</b>





## 6. Key Valuation Topics

### 6.1 Valuation Purpose

The standard of value used in the Analysis is "Fair Value", which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the company were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

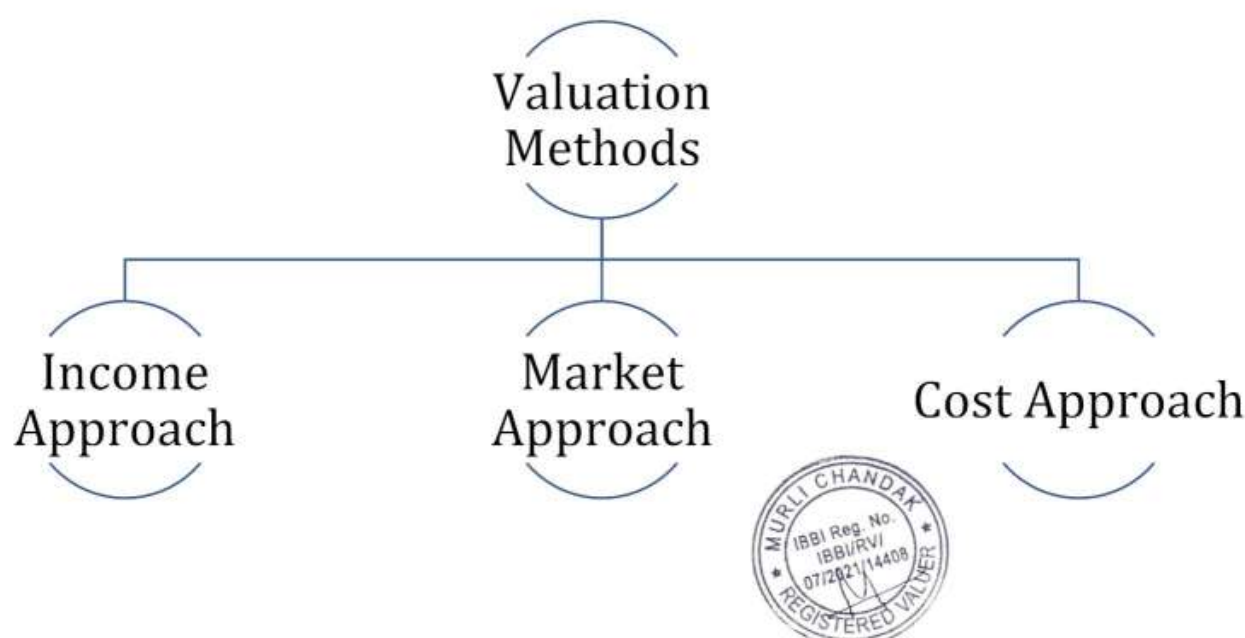
Valuation of a Company is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with :

- Whether the entity is listed on a stock exchange.
- Industry to which the Company belongs
- past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated
- Extent to which industry and comparable company information are available.

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and the professional judgment of the valuer.

### 6.2 Valuation Approaches

Our assessment of the valuation of the Company will be on the basic assumption of a going concern entity and would be based on some or all of this popular method



## 6.3 Income Approach

The Income Approach indicates the value of a company based on the value of the cash flows that a business is expected to generate in future with help of the company name. This approach is appropriate in most going concern situations as the worth of a company is generally a function of its ability to earn income/cash flow and to provide an appropriate return on investment.

Income approach is dependent upon (i) Inflows in the business in the form of Net Profit / Gross inflow and (ii) Funds used to earn that income in the form of equity funds and /or debt funds, etc. This approach is primarily dependent upon the expected normalized free cash flow to the company and/or equity (FCFF/FCFE). Under Various methods, the projected cash flows are used with statistical techniques. Discount factors are a reflection of time value of money, risk involved, etc.

### DCF Method under Income Approach

DCF uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity)/ Cost of Equity, plus a risk factor measured by beta, to arrive at the present value. Beta is an adjustment that uses historic stock market data to measure the sensitivity of the company's cash flow to market indices, for example, through business cycles.

The DCF method is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation method is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a company's cost of capital and the risk associated with the cash flows it generates. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors)
- The cost of capital to discount the projected cash flows

## 6.4 Market Approach

### Market Approach

Compared to the Income Approach that incorporates industry-specific estimates to arrive at the company intrinsic value, the Market Approach relies on relative valuation to arrive at the value of a company, based upon how similar company are priced in the market.

Market-based approach to business valuation attempt to establish the value of the business by comparing the business to similar businesses that have been recently sold or by using market comparison of publicly traded companies.





### Comparable Companies Multiples (CCM) Method

The value is determined on the basis of multiples derived for valuations of comparable companies, as manifest in the stock market valuations of listed companies.

The Valuation is based on principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

In this method, the present earnings of the target company is multiplied by the average or median of Revenue Multiple ratios of the comparable companies. This provides an estimate of the target company's potential market capitalization or enterprise value.

## 6.5 Cost Approach

### Cost Approach

The Cost approach relies upon the principle of substitution and recognizes that the prudent investor will pay no more for an asset than the cost to replace it new with an identical or similar unit of equal utility. Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred as current replacement cost).

### Net Asset Value (NAV) Method

The Net Asset Value method under Cost Approach considers the assets & Liabilities, including intangible assets. The Book Value, also known as the Net Asset Value (NAV), is calculated by subtracting the company's total liabilities from its total assets. This can be found on the balance sheet under the shareholders' equity section.





## 7. Valuation standards Followed:

ICAI Valuation Standard 102 (paragraph 14 - 36) deals in 'Valuation Bases'. Valuation Bases means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of values.

The Standard defines the following Valuation Bases:

- Fair value:** As defines in ICAI Standard 101, Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.
- Participant Specific Value:** As defined in ICAI Standard 101, Participant specific value is the estimated value of an asset or liability considering specific advantages or disadvantages of either of the owner or identified acquirer or identified participants; and
- Liquidation Value:** As defined in ICAI Standard 101, Liquidation Value is the amount that will be realized on sale of an asset or a group of assets when an actual / hypothetical termination of the business is contemplated/ assumed.

Considering the terms and purpose of this engagement, I have considered 'FAIR VALUE' as the Valuation Base.

ICAI Valuation Standard 102 (Paragraph 37 - 51) deals in 'Premises of Value.' Premise of value refers to the conditions and circumstances how an asset is deployed. Some of the common premises of value are -

- Highest and Best Use
- Going Concern Value
- As-Is-Where-Is Value
- Orderly Liquidation
- Forced Transaction

Considering the management outlook about future business of the Company, I have considered 'Going Concern' as the Premises of Value.



## 8. Business Valuation

### 8.1 Major factors taken into account during the valuation: -

#### a. Valuation approaches and their relevance to the companies: -

"DCF Method" under Income approaches have been used to arrive at valuation. Market approach was explored but could not be used in absence of market comparable company. Therefore, while arriving at the fair value per share, full importance has been given to DCF Method under Income approach.

DCF uses the future free cash flows to equity discounted by the firm's cost of equity, plus a risk factor measured by beta, to arrive at the present value

#### b. Identity of Valuer and its independence.

The valuer Mr. Murli Chandak is registered with IBBI vide registration number IBBI/RV/07/2021/14408 for assets class securities & Financial assets & suitably qualified and authorized to practice for assets class "Securities & Financial Assets" & do not have any pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the such assets. He is providing this valuation report in the capacity of "Register Valuer" under the provisions of Companies Act, 2013.

#### c. Valuation Date

The report of Valuation issued for the valuation of shares of the company Based on Estimated data as of 26<sup>th</sup> November, 2025.

#### d. Nature & Sources of Information

The estimation of future projection is based on the information about the company provided by its Management & information relating to the sector/ company available in public domain. Following sources has been used for the purpose of this assignment.

- Declaration & explanation provided by the management in written/ oral form.
- Information available on public domain & other fact data considered necessary to determine the value.
- Information available on Ministry of Corporate Affairs (MCA).
- Projections provided by the management.
- Rate of Market Return is calculated using Sensex Value as on cut-off date derived from investing.com.  
(Source: <https://in.investing.com/indices/sensex-historical-data>)
- Risk free rate of return is derived from investing.com  
(Source: <https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data>)





## 8.2 Calculation of COE:

Calculation of Cost of Equity	
Cost of Equity:	Percentage
Risk Free Return	6.49%
Beta	0.76
Equity Risk Premium	9.09%
Company Specific Risk Premium	10.00%
Cost of Equity	23.42%

Note:

1. We have considered 10-year Govt. Bond yield rate as the risk-free rate of return as on 26<sup>th</sup> November, 2025
2. Beta is taken from Ashwath Damodaran's site.
3. Risk Premium worked out of the basis of last 46.65 years opening and closing Sensex index.





## 8.3 Yearly Cash flow for Explicit Period

Free Cashflow for Equity					
					Amt in Cr.
Calculation of PV of FCFE	27-11-2025 to 31-03-2026	FY 26-27	FY 27-28	FY 28-29	FY 29-30
Sales	103.68	334.24	354.69	362.62	378.47
EBT	35.43	114.76	120.76	122.16	124.56
- Tax	9.21	29.84	31.40	31.76	32.39
<b>Net Operating Income</b>	<b>26.22</b>	<b>84.92</b>	<b>89.36</b>	<b>90.40</b>	<b>92.17</b>
+ Depreciation	1.11	2.75	2.34	1.98	1.69
- Capex	-	-	-	-	-
+/- Change in Net Working Capital	53.57	7.24	4.66	1.96	3.93
+/- Net Borrowings	-	-	-	-	-
<b>Free Cashflow For Equity</b>	<b>(26.24)</b>	<b>80.42</b>	<b>87.03</b>	<b>90.42</b>	<b>89.93</b>
Discount Rate (COE)	23.42%	23.42%	23.42%	23.42%	23.42%
Time	0.34	1.34	2.34	3.34	4.34
Discount Factor	0.93	0.75	0.61	0.49	0.40
<b>Discounted Free Cashflow to Equity</b>	<b>(24.41)</b>	<b>60.60</b>	<b>53.14</b>	<b>44.73</b>	<b>36.04</b>

## 8.4 Calculation of Perpetuity Value

	Amt in Cr.
Calculation of Perpetuity Value	Amount
Free Cash Flow of Year 5	89.93
Growth Rate	5.00%
<b>Free Cash Flow for perpetuity</b>	<b>94.43</b>
Capitalised Value for Perpetuity	512.51
Discounting Factor	0.40
<b>Present Value of Perpetuity</b>	<b>205.41</b>

## 8.5 Calculation of Value per share

	Amt in Cr.
Calculation of Value Per Share	Amount
PV of FCFE	170.10
PV of Terminal Value	205.41
Enterprise Value	375.51
Discount due to loss of marketability @20%	74.01
Cash & Cash Equivalent	-
<b>Equity Value</b>	<b>301.50</b>
Equity Value INR	<b>3,01,50,00,000.00</b>
No. of Shares	4,50,00,000
<b>Value per Share</b>	<b>67.00</b>



## 9. Conclusion: -

Based on the review & analysis of the information provided by the appointing authority & information gathered during discussions with them as well as considering various assumptions & limiting conditions, analysis of the industry & macro-economic trends as on "Going Concern" the Fair Value of Crochet Industries Private Limited is **INR 67.00 per share**.

A handwritten signature in blue ink, which appears to read 'Murli Chandak', is written over a circular official stamp. The stamp contains the text 'MURLI CHANDAK' at the top, 'IBBI Reg. No. IBBI/RV/07/2021/14408' in the center, and 'REGISTERED VALUER' at the bottom.

Place: Ahmedabad

UDIN: 25436508BMINTG5754

Date: 26-11-2025

CA Murli Chandak

Membership No - 436508

IBBI Registration No: IBBI/RV/07/2021/14408

205, Ashwamegh Avenue, Near Helmet House

Mithakali, Navrangpura, Ahmedabad 380009



## 10.Disclaimer

This document has been prepared for the purposes stated herein & should not be relied upon for any other purpose. Our client is the only authorized user of this report & is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of this report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this report.

We owe responsibility only to the authority/Client that has appointed us under the terms of engagement letter. We will not be Liable for any losses, Claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person.

We do not provide assurance on the achievability of the results forecast by the management/owners as events & circumstances do not occur; expected differences between actual & expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans & assumptions of management.

The user to which is valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential variance in value due to factors that are enforcing at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date. Event occurring after the date may affect this report and assumption use in it.

The fair value price achieved may be Higher or lower than our estimate of value depending upon the circumstances of the transaction or the nature of the business. The knowledge, negotiating ability and motivation of the buyers and sellers and applicability of the discount or Premium for control will also affect actual fair value. Accordingly, our valuation conclusion will not necessarily be the price at which actual transaction will take place.

